

**IN THE UNITED STATES DISTRICT COURT  
DISTRICT OF DELAWARE**

ALEX MIKULSKI, derivatively on behalf of  
ALEXION PHARMACEUTICALS, INC.,

Plaintiff,

v.

C.A. No. 17-1344-JEJ

LEONARD BELL, DAVID L. HALLAL, DAVID  
R. BRENNAN, LUDWIG N. HANTSON, VIKAS  
SINHA, DAVID J. ANDERSON, CARSTEN  
THIEL, ALVIN S. PARVEN, ANDREAS  
RUMMELT, ANN M. VENEMAN, M. MICHELE  
BURNS, CHRISTOPHER J. COUGHLIN, JOHN T.  
MOLLEN, FELIX J. BAKER, R. DOUGLAS  
NORBY, WILLIAM R. KELLER, JOSEPH A.  
MADRI, and LARRY L. MATHIS,

Defendants,

and

ALEXION PHARMACEUTICALS, INC.,

Nominal Defendant.

**JOINT STIPULATION AND**

**ORDER**

WHEREAS, on September 22, 2017, Plaintiff Alex Mikulski ("Plaintiff") in the above-captioned action (the "Action") filed a complaint (the "Complaint"), derivatively on behalf of nominal defendant Alexion Pharmaceuticals, Inc. ("Alexion"), asserting claims against defendants Leonard Bell, David L. Hallal, David R. Brennan, Ludwig N. Hantson, Vikas Sinha, David J. Anderson, Carsten Thiel, Alvin S. Parven, Andreas Rummelt, Ann M. Veneman, M. Michele Burns, Christopher J. Coughlin, John T. Mollen, Felix J. Baker, R. Douglas Norby, William R. Keller, Joseph A. Madri, and Larry L. Mathis (the "Individual Defendants"),

pursuant to Sections 10(b), 14(a), and 20(a) of the Securities Exchange Act of 1934, 15 U.S.C. § 78a *et seq.* and Delaware state law;

WHEREAS, on September 25, 2017, Plaintiff served Alexion through Alexion's registered agent with a copy of the complaint and summons; and

WHEREAS, on October 2, 2017, Plaintiff granted Alexion's request to stay Alexion's time to respond to the complaint pending discussions among counsel regarding service of process on the individual defendants and a case schedule;

IT IS HEREBY STIPULATED AND AGREED, by and between Plaintiff, Alexion, and all Individual Defendants, except Larry L. Mathis, as follows:

1. Undersigned counsel for Alexion and all of the Individual Defendants, except for Larry L. Mathis, is authorized to accept, and hereby does accept, service of the summons and Complaint in the Action on their behalf, without prejudice and without waiver of any of their defenses, objections or arguments, except as to sufficiency of service of process.

2. Alexion and all Individual Defendants, except for Larry L. Mathis, shall not be required to answer or otherwise respond to, and are hereby expressly relieved from answering or otherwise responding to, the Complaint, the Amended Complaint as provided for in paragraph 3 below, and any second amended complaint as provided for in paragraph 5 below until after the motions contemplated in paragraphs 4 and 5 below are ruled upon by the Court as long as Alexion and all Individual Defendants, except for Larry L. Mathis, make such motions pursuant to paragraphs 4 and 5 below.

3. Plaintiff shall have 45 days from the date of entry of an order approving this stipulation to file an amended complaint ("Amended Complaint").

4. Alexion and all Individual Defendants, except for Larry L. Mathis, shall, 45 days after the date of filing of Plaintiff's Amended Complaint, move to dismiss the Amended Complaint for failure to plead demand futility pursuant to Federal Rule of Civil Procedure 23.1(b) and will file a consolidated opening brief in support of such motion that is 15 pages or less. Plaintiff shall, 90 days after the date of filing of the Amended Complaint, file a brief opposing the motion to dismiss that is 15 pages or less. Alexion and all Individual Defendants, except for Larry L. Mathis, shall have 120 days from the date of filing of the Amended Complaint to file a consolidated reply brief in support of the motion to dismiss that is 15 pages or less. In calculating the 15-page limit for each of the foregoing briefs, the cover page, tables of contents and authorities, and signature block shall not count towards the 15-page limit.

5. By entering into this stipulation and first responding to the Amended Complaint by filing a motion to dismiss only pursuant to Federal Rule of Civil Procedure 23.1(b), Alexion and all Individual Defendants, except for Larry L. Mathis, do not waive and expressly preserve their arguments that the Amended Complaint fails to state a claim under Federal Rule of Civil Procedure 12(b)(6). In the event that the motion to dismiss is denied, the parties shall meet and confer, and shall submit to the Court within 14 days of a ruling on the motion to dismiss, a schedule for briefing a subsequent motion to dismiss for failure to state a claim pursuant to Federal Rule of Civil Procedure 12(b)(6), which schedule might begin with the filing by Plaintiff of a second amended complaint.

6. There have been no requests for an extension of time previously made in this matter.

7. The parties shall not be required to submit a Joint Status Report, pursuant to the Court's November 6, 2017 case management order, until 30 days after at least one of



Alexion and the Individual Defendants, except for Larry L. Mathis, has filed a responsive pleading.

Respectfully submitted,

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Christopher J. Coughlin, John T. Mollen, Felix  
J. Baker, R. Douglas Norby, William R. Keller,  
and Joseph A. Madri and Nominal Defendant  
Alexion Pharmaceuticals, Inc.*

Dated: November 22, 2017

SO ORDERED.

Dated: November 27, 2017

  
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Honorable John E. Jones III  
United States District Judge